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F.

SECOND DEFENSE

2. Defendant admits that Cross-Plaintiffs are Texas Corporations and that Defendant has been served with process, but is without knowledge or information sufficient to form a belief as to the truth of the remainder of the allegations contained in paragraph I of the Third Party Petition; and therefore such allegations are denied.

3. Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph II of the Third Party Petition, therefore, such allegations are denied.

4. Defendant is unable to form a belief as to the truth of the allegations contained in paragraph III of the Third Party Petition because the allegations are so vague as to require Defendant to speculate as to what the allegations actually mean and additionally Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations contained therein; therefore, such allegations are denied.

5. Defendant denies the allegations contained in paragraph IV of the Third Party Petition.

6. Defendant is without knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph V of the Third Party Petition, therefore, such allegations are denied.

7. Defendant denies the allegations contained in paragraph VI of the Third Party Petition.

FOURTH DEFENSE

8. Other than what is specifically admitted herein or would be hereinafter admitted in writing and filed among the papers in this cause or stipulated to in the presence of the Court, Defendants deny each and every allegation in the complaint, says the same are not true in whole or in part, and upon trial of this cause on its merits will demand strict proof of each and every material allegation contained therein.

FIFTH DEFENSE

9. Defendants deny that Plaintiff has suffered any damage or loss as a result of the allegations made the basis of the complaint against these Defendants.

SIXTH DEFENSE

10. Defendants would further show the court that the damages of which the Third Party Plaintiffs complain were sustained as a result of the conduct of parties over which Defendant exercised no control.

SEVENTH DEFENSE

11. Defendant would further show the Court that to the extent that any of the claims made the basis of the Third Party Petition related to an employee benefit plan, such claim is preempted by ERISA.

EIGHTH DEFENSE

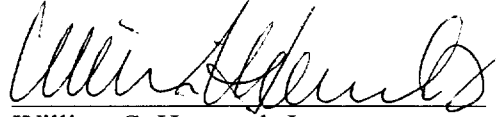
12. Defendant asserts the defense of statute of limitations to the extent that any of the claims made the basis of the Third Party Petition are barred by the applicable limitations period.

COUNTERCLAIM

13. To the extent that any of the claims made the basis of the Third Party Petition relate to an employee benefit plan, Defendant seeks recovery of its reasonable and necessary attorney's fees and applicable costs of court pursuant to 29 U.S.C. §1132(g).

WHEREFORE, PREMISES CONSIDERED, Defendants pray that the Third Party Plaintiffs take nothing by this suit and that Defendant be discharged herein with their costs, and for such other and further relief to which Defendant may show itself justly entitled.

Respectfully submitted,



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ATTORNEY FOR DEFENDANT
MUTUAL OF OMAHA INSURANCE CO.

OF COUNSEL:
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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above and foregoing instrument has been served on all counsel of record in accordance with the Rules of Civil Procedure on this 22nd day of August, 2000.



WILLIAM S. HOMMEL, JR.